

RECORDATION NO. 26090-E FILED

JAN 03 '06

1-42 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

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E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1984)

OF COUNSEL
URBAN A LESTER

January 3, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 7, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment previously filed with the Board under Recordation Number 26090.

The names and addresses of the parties to the enclosed document are:

Lessor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Lessee: Wellman, Inc.
1041 521 Corporate Center Drive
Fort Mill, North Carolina 29715

Mr. Vernon A. Williams
January 3, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

35 covered hopper cars within the series AEX 5864 - AEX 6295 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 7th day of December, 2005, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Wellman, Inc., a Delaware corporation, having its principal place of business at 1041 521 Corporate Center Drive, Fort Mill, North Carolina 29715 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement dated July 7, 1993 (the "Master Lease"), and Deal #R00762 dated effective as of October 1, 2005 (the "Schedule"), whereby Lessor leases to Lessee thirty-five (35) railcars bearing railroad reporting marks as noted on attached Exhibit "A."
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Pages to Follow]

LESSOR:

THE ANDERSONS, INC.

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

Title: President, Rail Group

Date: 12/7/05

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 7th day of December, 2005, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



Julie Ann Dibble
Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
My Commission Expires 08-20-2010

(Remainder of Page Intentionally Blank)

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:

WELLMAN, INC.

By: Barbara Rucker

Printed

Name: Barbara Rucker

Title: Logistics and Customer Service Manager

Date: 11-17-05

STATE OF North Carolina

COUNTY OF Mecklenburg SS:

The foregoing Instrument was acknowledged before me this 17 day of November 2005, by Barbara Rucker, the Logistics and Customer Service Manager of Wellman, Inc., a Delaware corporation, on behalf of the corporation.

[Signature]
Notary Public

My Commission Expires February 28, 2009

(Remainder of Page Intentionally Blank)

EXHIBIT "A"			
Thirty-Five (35) Covered Hoppers			
Deal #R00762			
1	AEX 005864	19	AEX 005924
2	AEX 005867	20	AEX 005925
3	AEX 005870	21	AEX 005926
4	AEX 005878	22	AEX 005928
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14	AEX 005909	32	AEX 005945
15	AEX 005910	33	AEX 005948
16	AEX 005917	34	AEX 005959
17	AEX 005918	35	AEX 006295
18	AEX 005919		

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

1/3/07



Robert W. Alvord

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OF COUNSEL
URBAN A. LESTER

January 3, 2006

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Secretary
Surface Transportation Board
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Mr. Vernon A. Williams
January 3, 2006
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A short summary of the document to appear in the index is:

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Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

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[Signature Pages to Follow]

LESSOR:

THE ANDERSONS, INC.

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

Title: President, Rail Group

Date: 12/7/05

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 7th day of December, 2005, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



Julie Ann Dibble
Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
My Commission Expires 08-20-2010

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IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:

WELLMAN, INC.

By: Barbara Rucker

Printed
Name: Barbara Rucker

Title: Logistics and Customer Service Manager

Date: 11-17-05

STATE OF North Carolina
COUNTY OF Mecklenburg SS:

The foregoing Instrument was acknowledged before me this 17 day of November 2005, by Barbara Rucker, the Logistics and Customer Service Manager of Wellman, Inc., a Delaware corporation, on behalf of the corporation.

Brunette High
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My Commission Expires February 28, 2008

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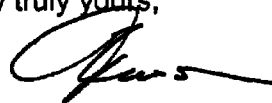
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Name: Rasesh H. Shah

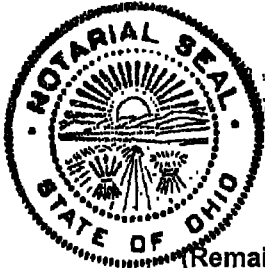
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Notary Public, State of Ohio
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Name: Barbara Rucker

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